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Alameda, CA

SPL**Chicago Title**

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R008

Commercial Rec Desk

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Send date: 01/11/2017 Record date: 01/11/2017 Type: 8AM Time: (Sent by: Gina Swicegood

80

	Order #	Escrow #	Type	Seq.	Rec.Fee	County Tax	City Tax	Fee Corr.	Instrument Number
1	FWAC-TO17000048	NBU 66407	OTHER	1				51	9209
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SPL INC.1486 Colorado Blvd. Los Angeles, CA 90041
323-344-5448 Fax 323-344-5444

Check #:

Check Amount:

1/11/2017 9:05:40A

Recording Requested by and
After Recordation, Mail To:
AG-CCRP Public Market, L.P.
c/o City Center Realty Partners
170 Grant Avenue, 6th Floor
San Francisco, California 94108
Attention: Mark Stefan

FWAC-TC17000048



2017009269

01/12/2017 08:30 AM

OFFICIAL RECORDS OF ALAMEDA COUNTY
STEVE MANNING
RECORDING FEE: 51.00



13 PGS

SPACE ABOVE THIS LINE RESERVED FOR RECORDER'S USE

**Deed Notice Pursuant to
Covenant to Restrict Use of Property
Located at Christie Avenue and Shellmound Street
Emeryville, California**

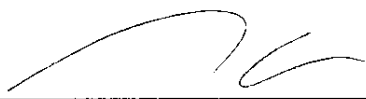
THIS DEED NOTICE is made on this 21st day of December, 2016 by AG-CCRP Public Market, L.P., a Delaware limited partnership, the current owner ("Owner") of certain property located at Christie Avenue and Shellmound Street in the City of Emeryville in the County of Alameda, State of California, portions of which are subject to the Covenant (defined below).

1. The California Department of Toxic Substances Control (the "Department") and Christie Avenue Partners - JS, a former owner of the property, entered into a Covenant to Restrict Use of Property ("Covenant") dated May 25, 1995, and recorded in the Official Records of Alameda County on August 7, 1995 as Document Number 95174319. The Covenant was amended by that certain "First Amendment to Covenant to Restrict Use of Property," dated May 28, 2015 and recorded in the Official Records of Alameda County on June 1, 2015, as Document Number 2015144397 (the "First Amendment"), which more precisely identified the property subject to the Covenant with a plat and legal description attached to the First Amendment as Exhibit A-2 (the "Covenant Property"), and which is attached hereto and made a part hereof, as Exhibit 1; that certain "Second Amendment to Covenant to Restrict Use of Property," dated February 10, 2016 and recorded in the Official Records of Alameda County on February 23, 2016 as Document Number 2016042644 (the "Second Amendment"), which authorizes the use of the Covenant Property for roadway and parking, among other uses; and that certain "Third Amendment to Covenant to Restrict Use of Property," dated February 10, 2016 and recorded in the Official Records of Alameda County on February 23, 2016 as Document Number 2016042645 (the "Third Amendment"). (The Covenant, First Amendment, Second Amendment and Third Amendment are hereinafter referred to collectively as the "Covenant.")

2. The Third Amendment added section 3.1.1.2, which established a process for allowing residential use on the Covenant Property, subject to the conditions and restrictions of the Covenant.
3. In accordance with the Covenant section 3.1.1.3 of the Covenant, which was added by the Third Amendment, the Owner and its representatives have completed a series of planning, investigation and pre-construction activities to evaluate and implement actions to allow for residential use on the central and western portions of Parcel C, which is located within the Covenant Property and more particularly described and depicted in Exhibit 2, which is attached hereto and made a part hereof (the "Parcel C2 Property"). The Parcel C2 Property is also depicted within the Covenant Property in Exhibit 3, which is attached hereto and made a part hereof ("Final Map"). The Department has approved each applicable plan and activity, and has concluded that all conditions specified in the Third Amendment for residential use have been satisfied and that the Parcel C2 Property is suitable for residential use. Specifically, the Department stated in a letter dated October 14, 2016, a copy of which is attached hereto as Exhibit 4, that "[t]he conditions specified in the third amendment to the Land Use Covenant (LUC) have been met and the site is now suitable for residential use."
4. Based on the Department's approval of the satisfaction of the conditions specified in the Third Amendment for residential use, the Parcel C2 Property may be used for residential use without further documentation. The Covenant otherwise remains in full force and effect.

"Owner"

AG-CCRP PUBLIC MARKET, L.P.,
a Delaware limited partnership

By: 

Its: **STEVEN G. WHITE**
VICE PRESIDENT

Date: 12/21/16

ACKNOWLEDGEMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of California

On December 21, 2016 before me, O. Alade

Notary Public

(insert name and title of the officer)

personally appeared Steven White
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature [Signature] (Seal)

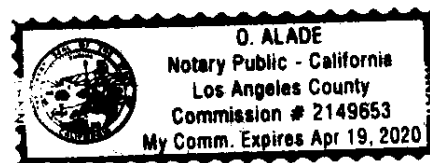


EXHIBIT 1

Covenant Property

LEGAL DESCRIPTION

DEED RESTRICTION

**Portion of APN 049-1556-002,
APN 049-1556-003, and Shellmound Street**

Real property situate in the City of Emeryville, County of Alameda, State of California, described as follows:

Being a portion of Parcel Two as shown and described in certain Lot Line Adjustment recorded October 27, 2014 as Document No. 2014259173, Records of Alameda County, and a portion of Parcel Three, and Shellmound Street, as shown on that certain Parcel Map 9938, recorded December 06, 2011 as Document No. 2011354320, filed for record in Book 318 Pages 66 to 69, records of said county, described as follows:

Commencing at the most northeasterly corner of said Parcel One, as shown on said Lot Line Adjustment;

Thence southerly, along the easterly line of said Parcel One, South 14°21'18" East, 258.40 feet to the most southeasterly corner of said parcel;

Thence continuing along the easterly line of said Parcel Two (318 M 66-69), South 14°21'18" East, 32.06 feet;

Thence leaving said easterly line, South 75°58'00" West, 10.00 feet, to the **True Point of Beginning** of this description;

Thence the following seven (7) courses:

1. South 13°08'36" East, 794.71 feet;
2. South 76°51'24" West, 100.00 feet;
3. North 13°08'36" West, 511.36 feet;
4. South 77°06'48" West, 216.29 feet;
5. North 12°50'17" West, 190.02 feet;
6. North 46°59'30" East, 230.09 feet;
7. North 75°58'00" East, 115.75 feet;

Thence South 13°08'36" East, 24.00 feet to the **True Point of Beginning**.

Containing an area of 136,138 square feet more or less.

As shown on plat attached hereto and by this reference made part hereof as Exhibit B.

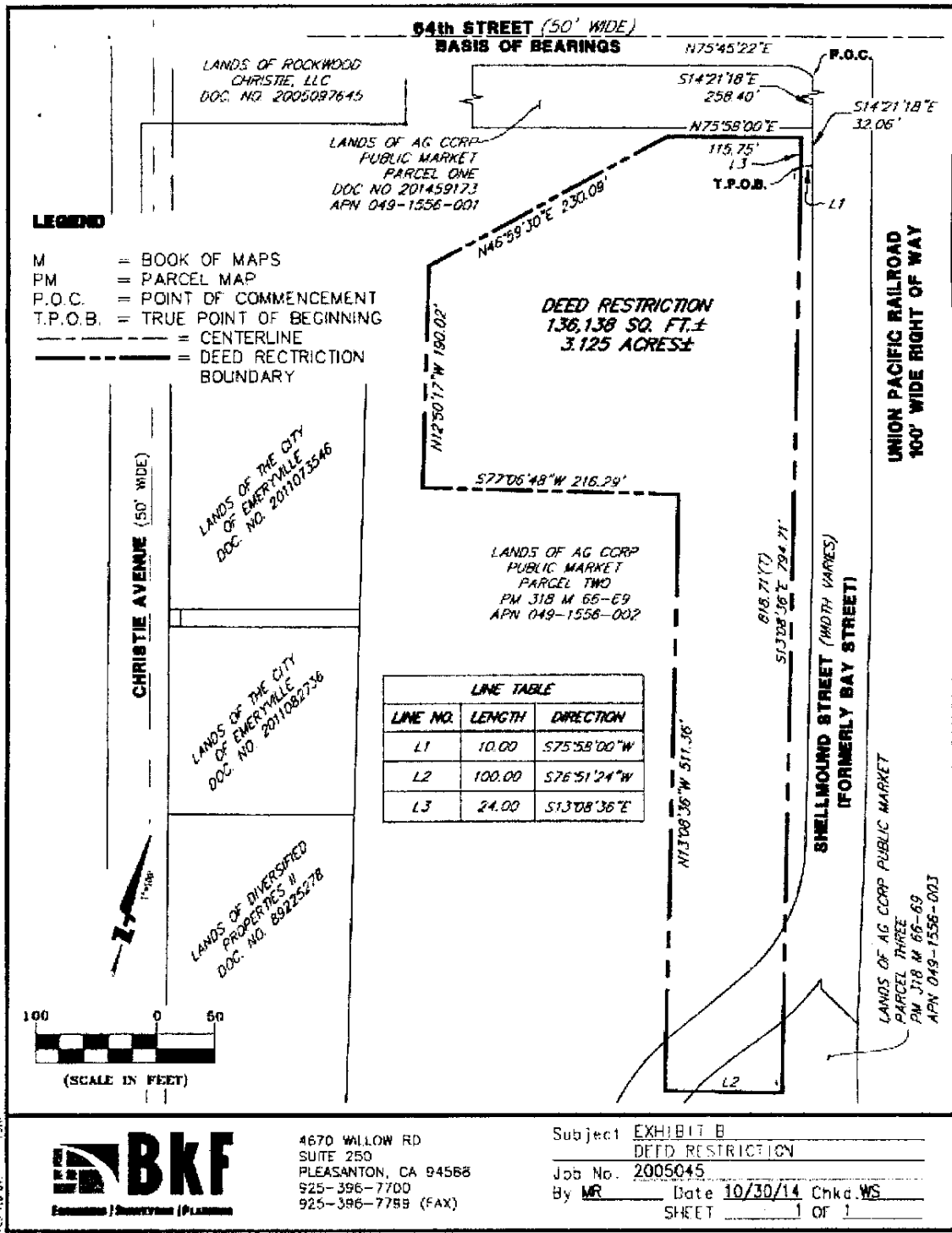


EXHIBIT 2

Parcel C2 Property

Real property situate in the City of Emeryville, County of Alameda, State of California as described as follows:
Being the portions of Parcel C2 as shown on that certain Final Tract Map 8327 filed for record on August 23, 2016, in Book 341 of Maps at Pages 94 through 98, inclusive, more particularly described as follows:

COMMENCING at a brass pin monument in concrete at the intersection of 64th Street and Shellmound Street, as they now exist, as shown on that certain Parcel Map 5303, filed for record on February 26, 1988 in Book 174 of Maps at Pages 91 and 92;

Thence South 14°21'18" East, 320.97 feet to a monument at the intersection of 63rd Street and Shellmound Street;

Thence South 75°38'42" West, 43.47 feet to a point on the monument line within the right of way of 63rd Street;

Thence leaving said monument line South 14°21'18" East, 15.00 feet to the northwest corner of Parcel C1 as shown on said Final Tract Map 8327;

Thence along the northerly line of said Parcel C1, South 75°38'42" West, 17.32 feet to the northeasterly corner of Parcel C2 of said Final Tract Map 8327.

Thence the following five (5) courses:

- 1) South 14°21'17" East, 45.50 feet;
- 2) South 75°38'43" West, 297.62 feet;
- 3) South 14°21'18" East, 81.51 feet;
- 4) South 31°56'09" East, 40.37 feet;
- 5) North 75°38'42" East, 26.91 feet;
- 6) South 14°21'18" East, 108.90 feet to the southeasterly corner of said Parcel C2;

Thence along the southerly, westerly, and northerly lines of said Parcel C2 the following four (4) courses:

- 1) South 77°05'00" West, 39.94 feet to the southwesterly corner of said Parcel C2;
- 2) North 31°56'09" West, 154.46 feet;
- 3) North 14°21'18" West, 80.65 feet to the northwesterly corner of said Parcel C2;
- 4) North 75°38'42" East, 345.09 feet to the **TRUE POINT OF BEGINNING**.

Containing 25,401 square feet more or less.

EXCEPTING therefrom that area below elevation 25.38 feet over the portion shown as "OVERHANG AREA" on Sheet 3 of said Final Tract Map 8327, more particularly described as follows;

BEGINNING at a point on the northerly line of the above described parcel being North 75°38'42" East, 47.48 feet from the northwesterly corner thereof;

Thence along the northerly line of the above described parcel, North 75°38'42" East, 69.18 feet;


Thence South 14°21'17" West, 26.17 feet to the beginning of a tangent curve to the left, having a radius of 19.33 feet;

Thence along said curve through a central angle of 90°00'00", an arc length of 30.37 feet to the southerly line of the above described parcel;

Thence South 75°38'43" West, 88.51 feet to an angle point in the above described parcel;

Thence North 14°21'18" West, 45.50 feet to the Point of **BEGINNING**.

For: BKF Engineers


Davis Thresh, P.L.S. No. 6868

12-21-2016

Dated



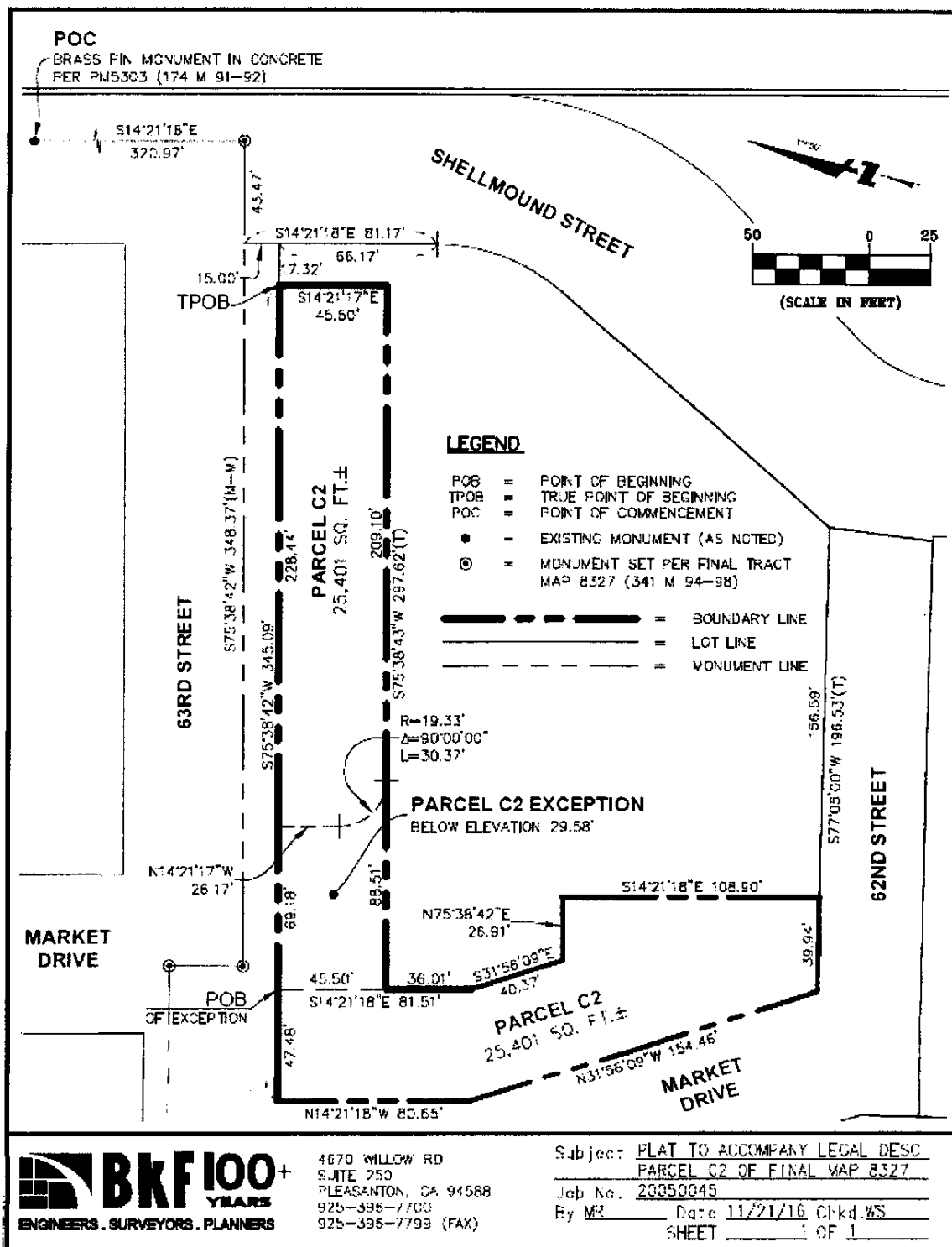


EXHIBIT 3

Final Map



EXHIBIT 4



Matthew Rodriguez
Secretary for
Environmental Protection



Department of Toxic Substances Control

Barbara A. Lee, Director
700 Heinz Avenue
Berkeley, California 94710-2721



Edmund G. Brown Jr.
Governor

October 14, 2016

Mr. Tim Bacon
City Center Realty Partners
170 Grant Avenue 6th Floor
San Francisco, California 94108

Dear Mr. Bacon:

The Department of Toxic Substances Control (DTSC) has reviewed the *Focused Soil Excavation Implementation Report Parcel C Residential Development, Public Market Emeryville, Emeryville, California, dated September 14, 2016*. The report was prepared for submittal to the Department of Toxic Substance Control (DTSC) to document excavation and off-site soil with elevated concentration of certain volatile organic compounds (VOCs); (1) provide a brief summary of site background information; (2) discuss implementation of the focused soil excavation; and (3) discuss conclusions associated with the remedial excavations.

No unexpected environmental conditions were encountered during the focused soil excavation activities. The removal and off-site disposal of the material containing aromatic petroleum hydrocarbons and VOCs from the three localized area were successfully implemented in the central and western portions of Parcel C. The residual risk evaluation presented in the Focused Soil Excavation Evaluation (FSEE), the removal of the risk drivers results in a post excavation carcinogenic risk at the Residential Development that is within the acceptable risk range for future residential land use. The conditions specified in the third amendment to the Land Use Covenant (LUC) have been met and the site is now suitable for residential use.

Mr. Tim Bacon
October 14, 2016
Page 2

DTSC concurs with the summary and conclusion and has no comments. Please contact me, if you have any questions at (510) 540-3803 or claude.jemison@dtsc.ca.gov.

Sincerely,



Claude Jemison, Project Manager
Brownfields and Environmental Restoration Program

Cc: Mr. Will Mast
PES Environmental, Inc.
1682 Novato Boulevard, Suite 100
Novato, California 94947